

Exhibit “B”



April 24, 2007

«Legal_Vesting»
«Address_Line_1» «Address_Line_2»
«City», «State» «Zip»

RE: Loan to Oak Mesa Investors, LLC/Fiesta Oak Valley (the "Loan")

Dear Investor:

Compass Financial Partners LLC ("CFP") is the replacement to USA Commercial Mortgage Company ("USACM") as the loan servicer for the above-referenced Loan to Oak Mesa Investors, LLC (the "Borrower"), originated by USACM on or about June 15, 2004 in the principal amount of \$20,500,000.

We are writing to advise you that CFP is exercising its right under Section 2(c)(iii) of the Loan Servicing Agreement to acquire your beneficial interest in the Loan for the total unpaid principal amount plus all accrued interest thereon, calculated through April 30, 2007, in the amount of \$«Payoff» (the "Call Price"). The Call Price for your beneficial interest has been wired to Orange Coast Title Company (the "Escrow Agent"). The amount of your Call Price is set forth on the annexed schedule hereto.

In order to receive the Call Price for your beneficial interest, you must execute the enclosed Assignment Agreement and return it to the Escrow Agent at the address set forth below (a pre-addressed envelope is enclosed for your convenience). The Escrow Agent will send you the Call Price immediately upon receiving your executed Assignment Agreement. The address for the Escrow Agent is:

Attn: Pam Robinson
Orange Coast Title Company
3536 Concours Dr. Ste 120
Ontario, CA 91764

If you have questions regarding the above, please call me at (702) 734-2400 or email olson@compassloans.net.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark L. Olson".

Mark L. Olson
Director of Investor Relations

Enclosures

WHEN RECORDED RETURN TO:

Weil, Gotshal & Manges LLP
c/o Peggy J. Jones, CLA Specialist
200 Crescent Court, Suite 300
Dallas, Texas 75201

ASSIGNMENT OF INTERESTS IN DEEDS OF TRUST AND NOTE

«Legal_Vesting» ("Assignor"), for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, does hereby assign and sell to COMPASS USA SPE LLC ("Assignee") all of Assignor's right, title and interest in and to the following:

Those certain Deeds of Trust, dated June 15, 2004, made by Oak Mesa Investors, LLC, a California limited liability company, as trustor, in favor of the lenders described therein, including Assignor, as beneficiaries, recorded in (A) San Bernardino County, California on June 18, 2004, as Document No. 2004-0435051 and (B) Riverside County, California on June 17, 2004, as Document No. 2004-0467495, as may be amended, and all indebtedness secured thereby, covering the real property more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference for all purposes,

which interests total \$«Buyouts_UPB» and equals a «UPB_for_merge»% interest in and to the loan evidenced by the above described documents.

DATED effective as of the _____ day of April, 2007.

"Assignor"

«Legal_Vesting»

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

STATE OF _____)
: SS.
COUNTY OF _____)

On the _____ day of April, 2007, before me, the undersigned, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within the instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____
Notary Public in and for said County and State
Printed Name: _____, Notary Public

FOR NOTARY SEAL OR STAMP

STATE OF _____)
COUNTY OF _____) : SS.

On the _____ day of April, 2007, before me, the undersigned, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within the instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____
Notary Public in and for said County and State
Printed Name: _____, Notary Public

FOR NOTARY SEAL, OR STAMP

EXHIBIT "A"

Description of Real Property

Land situated in the State of California, Counties of Riverside and San Bernardino, described as follows:

Parcel A (Riverside County):

Parcel 9 of Parcel Map 31922, in the City of Calimesa, County of Riverside, State of California as per map recorded in Book 209, Pages 31 through 38 inclusive of Parcel Maps, in the office of the County Recorder of said county.

Parcel B (San Bernardino County):

Government Lots 1, 2, 3 and 4, Section 9, Township 2 South, Range 2 West, San Bernardino Base and Meridian, according to the official plat of said land approved by the Surveyor General's Office.